

P040000023506

(Requestor's Name)

VERNE SPEARS
445 STATE RD 415
P O BOX 967
OSTEEN, FL 32764

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

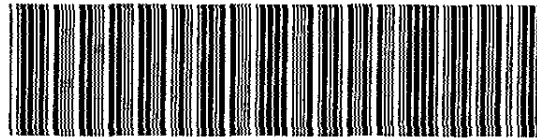
(Business Entity Name)

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

SPEARS INSULATION, INC.

FILED
04 JAN 28 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Incorporator has associated themselves together, and does hereby certify that they have associated themselves together for the purposes of forming a body incorporated under and by virtue of the laws of the State of Florida, and especially under and by virtue of Chapter 607 of the Florida Statutes, The Florida General Corporation Act, for the transaction of business with and under the following charter:

ARTICLE I

The name of the Corporation shall be:

Spears Insulation, Inc.,

whose mailing address is: P.O. Box 967, Osteen, Florida 32764, and whose Physical Address is 445 State Road 415, Osteen, Florida 32764.

ARTICLE II

1. The general nature of the business to be conducted by this corporation shall be: To such extent as a corporation organized under the corporation laws of this State may now or hereafter lawfully, do, to do, either as principal or agent and either along or in connections within other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposed or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its properties, and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation any now or hereafter be organized to do or exercise under the corporation law of this State or under any act amendatory thereof, supplemental thereto, or substituted therefor.

2. To lease, sell, exchange, mortgage, buy, transfer, hold, own, develop, improve, divide, subdivide, pledge, or in any manner whatsoever acquire and dispose of, on its own account or on commission, property of all kinds, real, personal and mixed and including rights, easements and incorporeal hereditaments appurtenant thereto, and including patents and patent rights and processes; and while the owner of any property to exercise all the rights, powers, and privileges of ownership to the same extent as natural persons might do, including the right to vote the stock of other corporations owned by it, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

3. To engage in the business of manufacturing, buying, selling, leasing, and distributing machinery, devices, products, materials and accessories of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery company; a building and loan association, a mutual fire insurance association, cooperative association, fraternal benefits society, state fair or exposition.

4. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct any banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, a mutual fire insurance association, cooperative association, fraternal benefits society, state fair or exposition.

5. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

6. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, and other instruments to secure the payment of corporate indebtedness as required.

7. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock thereof, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

8. To own, maintain, use, and operate, trucks, automobiles and other vehicles, for itself and for hire, and in connection therewith to transport from point to point freight or any articles whatsoever in consideration of the charges to be made therefore, or for itself.

9. To own, maintain, use and operate any tools, plant equipment, appliances, supplies, fixtures, equipment, or other articles or things whatsoever, and to lease, let, hire, buy, sell, trade, exchange, and deal with any of the foregoing in any manner whatsoever, for itself, for others or for hire.

10. To conduct a general brokerage agency and commission business for others in the purchase and sale of personal property, stocks, bonds and notes, and to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property, and any evidence of value to secure them and to act as agents for letting houses, lands, or personal property, and the collection of rents and the payment of taxes.

11. To maintain and keep storage warehouses for the storage and deposit of goods and merchandise of all kinds and descriptions, and conduct all business appertaining thereto, including the making of advances on goods stored and deposited with it, and to have and receive all the rights and emoluments thereto belonging.

12. To buy, loan money upon, sell, transfer, assign, discount, borrow money upon, and pledge as collateral, and otherwise deal as principal, agent, or broker in bills of lading, warehouse receipts, evidence of deposit and storage of personal property, bonds, stocks, promissory notes, conditional bills of sale, retain title contracts, commercial paper, accounts, invoices, choses in action, interest in estates, contracts, mortgages on real and personal property, pledges of personal property and other evidence of indebtedness of persons, firms or corporations and to own, hold and convey such real estate and share of stock in other corporations, domestic and foreign, as may be necessary or expedient in the operation of its business, and to do all things incidental thereto; to buy, sell and deal in all kinds of listed and unlisted bonds and stocks on commission; to act as agent or factor for any person, firm or corporation; but not, however, for the purpose of carrying on the business of banking or any business for the transaction of which a corporation is required under the laws of the State of Florida to qualify as a banking corporation.

13. To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to royalty, or otherwise and whether exclusive, non-exclusive or limited, or any part interest in such letters patent, concessions, licenses, inventions, rights and privileges, whether in the United States or in any other part of the world, to sell, grant or let any patent rights, concessions, licenses, inventions, rights or privileges belonging to

the company, or which it may acquire, or any interest in the same, to register any patent or patents for any invention or inventions, to obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with or turn to account any patent rights, concessions, monopolies or other rights or privileges in the United States or in any part of the world; to manufacture and produce, and trade and deal in all machinery, plant articles, appliances, and things capable of being manufactures, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights or privileges as aforesaid.

14. The corporation may use and apply its surplus earnings or accumulated profits authorized by law to be reserved, to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms as its Board of Directors shall determine, and to hold the same in its treasury to be thereafter sold, issued, or disposed of when and in such manner as the Board of Directors may deem expedient; and neither such property nor the capital stock so purchased and acquired, nor any of its capital stock taken in payment of satisfaction of any debt due to the corporation shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors or by a majority of the stockholders.

15. To acquire by purchase, subscription or otherwise and to hold or dispose of stocks, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes, and other evidences of indebtedness of any corporations, stock company, or association now or hereafter existing, and whether created by or under the laws of the State of Florida, or otherwise; and to pay for any of the same in cash, in property of any kind, in services, in the stock of this corporation, in bonds, in notes, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; and to acquire and hold the same for investment, or otherwise to acquire and use, and to sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the same; and to aid in any manner any corporation, stock company, or association whose stock, bonds or other obligations are held or are in any manner guaranteed by the company, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any such stock, bonds, or other obligations, to exercise all the rights, powers and privileges of ownership thereof, and to exercise all voting power thereof, with power to designate some person for that purpose from time to time to the same extent as a natural person or persons might or could do.

16. To enter into, make, and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, state, government, or colony dependency thereof.

17. To acquire the good will, rights, and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm or corporation or association; to pay for the said good will, rights, property and assets in case, in property of any kind, in the stock of this corporation, in bonds, or otherwise, or by undertaking the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all powers necessary or convenient in or about the conduct and management of such business.

18. For itself or as agent, broker, or correspondent for others, to negotiate and make loans, unsecured or secured by mortgages, bills of sale, or otherwise, upon personal or real property; and to do all things necessary in the transaction of business as loan correspondent or mortgage company.

19. In the purchase or acquisition of property, business, rights, or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

20. To conduct its business or any part or parts thereof in the United States of America, or any of them, in the territories and the District of Columbia, and in any and all dependencies, colonies, or possessions of the United States of America, and in foreign countries or jurisdiction without restriction as to place; and to have one or more offices or agencies and keep such books of the company outside of the State of Florida as are not required by law to be kept within this State.

21. To do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendments thereto, or necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar to the nature of the objects set forth, to the same extent as a natural person might or could do.

22. None of the objects and powers hereinabove specified and clauses and paragraphs contained in this Article, shall in anywise be limited or restricted by references to or inference from the terms of any other objects, powers, clauses or paragraphs of this Article or any Article in this Certificate, but the objects and powers specified in each of the paragraphs and clauses in this Article shall be regarded as independent objects and powers. The foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing enumeration of specific powers shall not be held to restrict or limit in any manner the powers of this corporation as may be provided by law or otherwise.

ARTICLE III

The maximum number of shares of stock which may be issued by this corporation is TEN SHARES OF COMMON STOCK of NO PAR VALUE.

ARTICLE IV

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V

The first registered agent of this corporation shall be Vern E. Spears, whose address is 445 State Road 415, Osteen, Florida 32764

ARTICLE VI

The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the By-Laws of the corporation. The Board of Directors shall be elected or appointed by the stockholders, but it shall not be necessary that such directors be stockholders of the corporation.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this corporation who shall hold office until their successors are elected and qualified shall be:

NAME

Vern E. Spears

ADDRESS

P.O.Box 967

Osteen, Florida 32764

ARTICLE VIII

The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the By-Laws. The officers who shall serve during the first year of existence of the corporation, or until their successors are elected and have qualified, are as follows:

Vern E. Spears, President, Secretary, Treasurer

ARTICLE IX

The name and post office address of the subscribers to the capital stock of the corporation and the number of shares he agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Vern E. Spears	P. O. Box 967 Osteen, Florida 32764	10

ARTICLE X

In furtherance and not in limitation of the powers conferred by statute, the corporation shall have and may exercise the following powers:

a. The corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

b. Meetings of the directors and of stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be construed as preventing, any stockholder or director from waiving notice of any meeting in such manner

as may be provided or permitted by the Statutes of the State of Florida, and by the By-Laws of this corporation consistent therewith.

c. The number of directors of this corporation shall be fixed from time to time by the By-Laws, and may be increased or decreased as shall be provided by the By-Laws, subject to any limitation imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of directors, or by death, resignation, or other cause, may be filled by the directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.

d. The corporation in its By-Laws may confer upon the directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.

e. It shall not be necessary for any officer of the corporation, other than the President, to be a director, or for any officer to be a stockholder.

f. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the corporation, and the date of such meeting may be changed from time to time as the By-Laws may provide; and the manner of calling meetings of stockholders and directors shall be fixed by the By-Laws.

g. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

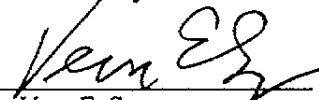
ARTICLE XI

Each director and officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advise concerning any claim asserted or proceeding brought against him by reason of his being or having been an officer of the corporation or director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such director or officer provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted of proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

ARTICLE XII

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, stockholder, director officer, or are members, stockholders, directors or officers of such other firm or corporation; and any director or directors or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation with any other person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

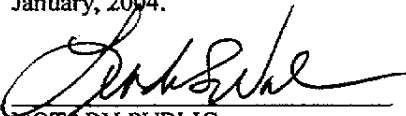
IN WITNESS WHEREOF, I, the undersigned, being the subscriber to the capital stock of Spears Insulation, Inc., as herein set forth do hereby make and File this Certificate, hereby declaring and certifying that the facts herein stated are true, and I do hereby agree to take the number of shares of stock hereinbefore set forth and stated and accordingly I have set my hand and seal in the County of Seminole, State of Florida, this 9th day of January, 2004.


Vern E. Spears (SEAL)

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, personally appeared Vern E. Spears, to me well known to be the persons who subscribed to me and signed the above and foregoing Articles of Incorporation and by me being first duly sworn, acknowledged that they made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid this 9th day of January, 2004.


NOTARY PUBLIC
STATE OF FLORIDA


Linda S. Watkins
Commission #DD198922
Expires: May 15, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

SPEARS INSULATION, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

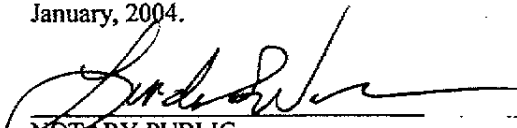
I, **Vern E. Spears**, agree to accept designation as Registered Agent for **SPEARS INSULATION, INC.**, to accept service of process, to keep the office open during the prescribed hours and to post my name in some conspicuous place as required by law.



Vern E. Spears
445 State Road 415
P.O. Box 967
Osteen, Florida 32764

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, personally appeared Vern E. Spears, to me well known to be the person who subscribed to me and signed the above and foregoing Acceptance of Designation as Registered Agent and by me being first duly sworn, acknowledged that he made and subscribed the above and foregoing Acceptance of Designation as Registered Agent for the uses and purposes therein expressed and that the facts herein stated are truly set forth.

WITNESS my signature and official seal in the State of Florida, County of Seminole, this 7th day of January, 2004.



NOTARY PUBLIC
STATE OF FLORIDA



Linda S. Watkins
Commission #DD198922
Expires: May 15, 2007
Bonded Thru
Atlantic Bonding Co., Inc.